

*Counterparts - Kim Bartman*

ALVORD AND ALVORD  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDED 19630  
SEP 29 1995 - 1 00 PM  
INTERSTATE COMMERCE COMMISSION  
OF COUNSEL  
URBAN A. LESTER

September 29, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies each of the following documents, all dated as of September 1, 1995 (unless otherwise indicated): a Lease Agreement, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177; and the following secondary documents related thereto: Security Agreement-Trust Deed, Lease Supplement No. 1 (dated September 29, 1995), Security Agreement Supplement No. 1 (dated September 29, 1995), Memoranda of Coal Supply Service Agreement, Coal Supply Service Agreement Supplement No. 1, Assignment of Coal Supply Service Agreement.

The names and addresses of the parties to the enclosed documents are:

Lease Agreement and Lease Supplement No. 1

Lessor: Wilmington Trust Company, Owner Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Lessee: Comerica Bank  
101 North Washington Square, 9th Floor  
Lansing, Michigan 48933

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SECRETARY

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Security Agreement-Trust Deed and Security Agreement Supplement No. 1

Debtor: Wilmington Trust Company, Owner Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Secured Party: First Security Bank of Utah, National Association  
79 South Main Street, 3rd Floor  
Salt Lake City, Utah 84111

Memoranda of Coal Supply Service Agreement  
and Coal Supply Service Agreement Supplement No. 1

Contractor: Comerica Bank  
101 North Washington Square, 9th Floor  
Lansing, Michigan 48933

Customer: Consumers Power Company  
212 West Michigan Avenue  
Jackson, Michigan 49201

Memorandum of Assignment of Coal Supply Service Agreement

Assignor: Comerica Bank  
101 North Washington Square, 9th Floor  
Lansing, Michigan 48933

Assignee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is:

135 railcars bearing FSTX reporting marks and road numbers as set forth  
on Schedule I to Lease Supplement No. 1.

**Mr. Vernon A. Williams**  
**September 29, 1995**  
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Also enclosed is a check in the amount of \$147.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

**RWA/bg**  
**Enclosures**

MEMORANDUM OF COAL SUPPLY SERVICE AGREEMENT SUPPLEMENT NO. 1  
"SUPPLEMENT NO. 1" SERVICE COMMISSION

Memorandum of Coal Supply Service Agreement Supplement No. 1, dated September 29, 1995 by and between COMERICA BANK, a Michigan corporation, not in its individual capacity but solely as trustee, (the "Contractor") and CONSUMERS POWER COMPANY, a Michigan corporation (the "Customer").

WITNESSETH:

1. Contractor and Customer have concurrently herewith entered into that certain Coal Supply Service Agreement, dated as of September 1, 1995 (the "Coal Supply Service Agreement"), by and between Contractor and Customer.

2. The Coal Supply Service Agreement provides that Contractor may provide to Customer Coal Supply Service under the Coal Supply Service Agreement by the execution of a Coal Supply Service Agreement Supplement.

3. Contractor has agreed to make available to Customer, and Customer has agreed to accept from Contractor pursuant to that certain Coal Supply Service Agreement Supplement No. 1, dated September 29, 1995 (the "Supplement No. 1") by and between Customer and Contractor, Coal Supply Service with respect to 125 high side aluminum bodied rotary bethgon coal porter railcars and 10 high side aluminum bodied avalanche railcars bearing the railroad reporting markings set forth on Exhibit A.

4. The Supplement No. 1 shall be effective as of the date first set forth hereinabove and shall be subject to the Service Term as defined in Section 1 of the Coal Supply Service Agreement and in the Supplement No. 1.

5. For purposes of this Memorandum the following terms shall have the following meanings.

"Coal Supply Service" shall mean the provision and maintenance throughout the Service Term (as defined in Section 1 of the Coal Supply Service Agreement) of Units for the purpose of moving coal from a Point of Origin to a Point of Use, as and to the extent agreed to in writing by Contractor and Customer in the Coal Supply Service Agreement and in any Supplement.

"Coal Supply Service Agreement Supplement" or "Supplement" shall mean a supplement to the Coal Supply Service Agreement substantially in the form of Exhibit A attached thereto and made a part thereof.

"Plants" shall mean those coal-fired generating stations owned by Customer.

"Point of Origin" shall mean the point at which coal is loaded on the Units.

"Point of Use" shall mean such point at any of Customer's Plants at which coal is delivered to Customer.

"Unit" shall mean each of the high side aluminum bodied rotary dump bethgon coal porter railcars and each of the high side aluminum bodied avalanche railcars described in each Supplement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

COMERICA BANK, not in its individual capacity but solely as trustee

By *James K. Hill*  
Its *Trust Officer*

CONSUMERS POWER COMPANY

By \_\_\_\_\_  
Its

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

COMERCIA BANK, not in its individual capacity but solely as trustee

By \_\_\_\_\_  
Its

CONSUMERS POWER COMPANY

By *R. Michelson*  
Its Vice President

APPROVED AS TO FORM  
*SM*  
CONSUMERS POWER COMPANY  
LEGAL DEPARTMENT

STATE OF ILLINOIS     )  
                                  )     SS.  
COUNTY OF COOK        )

On this 28<sup>th</sup> day of September, 1995 before me personally appeared Lorraine K. Grill to me personally known, who being by me duly sworn, says that she is a Trust Officer of COMERICA BANK, that the foregoing instrument was signed on behalf of said corporation, and she acknowledged that the execution of said instrument was her free act and deed.

*Irish Andraas*

\_\_\_\_\_  
Notary Public



[SEAL]

Commission expires: 8/17/98

STATE OF MICHIGAN )  
 )  
COUNTY OF JACKSON ) SS.

On this 27<sup>th</sup> day of September, 1995 before me personally appeared R.J. Nicholson to me personally known, who being by me duly sworn, says that [s]he is the Vice President of CONSUMERS POWER COMPANY, that the foregoing instrument was signed on behalf of said company, and [s]he acknowledged that the execution of said instrument was his/her free act and deed.

Beverly A. Avery  
Notary Public

[SEAL]

Commission expires:

BEVERLY A AVERY NOTARY PUBLIC STATE OF MICHIGAN JACKSON COUNTY MY COMMISSION EXP. DEC. 3,1996
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**EXHIBIT A**

<b>QUANTITY OF COAL CARS</b>	<b>CAR NUMBERS</b>	<b>TYPE OF COAL CARS</b>
125	FSTX 0001-0010, inclusive, FSTX 5502, FSTX 5504- 5556, inclusive, FSTX 5558- 5583, inclusive, FSTX 5585- 5619, inclusive	high side aluminum bodied rotary dump BcthGon Coalporter railcars
10	FSTX 0097-0099, inclusive, FSTX 9001-9004, inclusive, FSTX 9007-9009, inclusive	high side aluminum bodied Avalanche railcars